

RECORDATION NO. 24495-E FILED

JUN 24 '04 12:13 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
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June 23, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated June 9, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement filed with the Board under Recordation Number 24495.

The name and address of the party to the enclosed document are:

[Borrower: Trinity Industries Leasing  
Trust II  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Secured Party: Credit Suisse First Boston,  
New York Branch  
Eleven Madison Avenue  
New York, NY 10010

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SURFACE TRANSPORTATION BOARD

**Release Re:--Trinity Rail Leasing Trust II sale of Railcars and related Leases**  
**to GATX Financial Corporation**

June 9, 2004

The undersigned, Credit Suisse First Boston, New York Branch, is executing this instrument in its capacity as Agent (in such capacity, the "Agent") under the Warehouse Loan Agreement, dated as of June 27, 2002 (as amended, supplemented, amended and restated or otherwise modified from time to time, the "Warehouse Loan Agreement"), among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Trust II ("TRLT-II"), the Lenders party thereto from time to time, and the Agent, as well as the related Security Agreement, dated as of June 27, 2002 (as amended from time to time, the "Security Agreement"), between TRLT-II and the Agent.

The Agent currently holds a security interest granted by TRLT-II in the railcars described on Schedule 1 hereto (such railcars, together with TRLT-II's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, being the "Railcars") and the related leases thereof described on Schedule 2 hereto (the "Leases") (the Railcars and Leases being the "Assets"), which TRLT-II has granted to the Agent under the Security Agreement to secure obligations under the Warehouse Loan Agreement. The Agent hereby confirms and agrees, without recourse to or warranty by the Agent or the Secured Parties (as defined in the Security Agreement), for the benefit of TRLT-II and GATX Financial Corporation, that all of the Agent's right, title and interest in and to the Assets, whether held pursuant to the Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned has executed and delivered this Payoff Instruction and Release  
as of the date first written above.

CREDIT SUISSE FIRST BOSTON, NEW  
YORK BRANCH, as Agent

By: 

Its: \_\_\_\_\_

MARK LENGEL

DIRECTOR

By: 

Its: \_\_\_\_\_

Joseph Soave

Director

ACKNOWLEDGMENT

STATE OF New York )  
COUNTY OF Kings )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Mark Lengel, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 16<sup>th</sup> day of June, 2004.

*Vivienne E. Beni*  
Notary Public

MY COMMISSION EXPIRES: 10/30/06

*Vivienne E. Beni*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

STATE OF New York )  
COUNTY OF Kings )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Joseph Soane, who upon oath, acknowledged himself to be a Director of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Payoff Instruction and Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE FIRST BOSTON, NEW YORK BRANCH.

WITNESS my hand and official seal this 16<sup>th</sup> day of June, 2004.

*Vivienne E. Beni*  
Notary Public

MY COMMISSION EXPIRES: 10/30/06

*Vivienne E. Beni*  
Notary Public, State of New York  
No. 01BE6050122  
Qualified in Kings County  
Commission Expires October 30, 2006

Schedule 1  
The Railcars

Car Mark and Number	Car Mark and Number	Car Mark and Number	Car Mark and Number
ALMX042000	ALMX042040	ALMX042080	ALMX042120
ALMX042001	ALMX042041	ALMX042081	ALMX042121
ALMX042002	ALMX042042	ALMX042082	ALMX042122
ALMX042003	ALMX042043	ALMX042083	ALMX042123
ALMX042004	ALMX042044	ALMX042084	ALMX042124
ALMX042005	ALMX042045	ALMX042085	ALMX042125
ALMX042006	ALMX042046	ALMX042086	ALMX042126
ALMX042007	ALMX042047	ALMX042087	ALMX042127
ALMX042008	ALMX042048	ALMX042088	ALMX042128
ALMX042009	ALMX042049	ALMX042089	ALMX042129
ALMX042010	ALMX042050	ALMX042090	ALMX042130
ALMX042011	ALMX042051	ALMX042091	ALMX042131
ALMX042012	ALMX042052	ALMX042092	ALMX042132
ALMX042013	ALMX042053	ALMX042093	ALMX042133
ALMX042014	ALMX042054	ALMX042094	ALMX042134
ALMX042015	ALMX042055	ALMX042095	ALMX042135
ALMX042016	ALMX042056	ALMX042096	ALMX042136
ALMX042017	ALMX042057	ALMX042097	ALMX042137
ALMX042018	ALMX042058	ALMX042098	ALMX042138
ALMX042019	ALMX042059	ALMX042099	ALMX042139
ALMX042020	ALMX042060	ALMX042100	ALMX042140
ALMX042021	ALMX042061	ALMX042101	ALMX042141
ALMX042022	ALMX042062	ALMX042102	ALMX042142
ALMX042023	ALMX042063	ALMX042103	ALMX042143
ALMX042024	ALMX042064	ALMX042104	ALMX042144
ALMX042025	ALMX042065	ALMX042105	ALMX042145
ALMX042026	ALMX042066	ALMX042106	ALMX042146
ALMX042027	ALMX042067	ALMX042107	ALMX042147
ALMX042028	ALMX042068	ALMX042108	ALMX042148
ALMX042029	ALMX042069	ALMX042109	ALMX042149
ALMX042030	ALMX042070	ALMX042110	ALMX042150
ALMX042031	ALMX042071	ALMX042111	ALMX042151
ALMX042032	ALMX042072	ALMX042112	ALMX042152
ALMX042033	ALMX042073	ALMX042113	ALMX042153
ALMX042034	ALMX042074	ALMX042114	ALMX042154
ALMX042035	ALMX042075	ALMX042115	ALMX042155
ALMX042036	ALMX042076	ALMX042116	ALMX042156
ALMX042037	ALMX042077	ALMX042117	ALMX042157
ALMX042038	ALMX042078	ALMX042118	ALMX042158
ALMX042039	ALMX042079	ALMX042119	ALMX042159

Schedule 1  
The Railcars

<u>Car Mark and Number</u>	<u>Car Mark and Number</u>	<u>Car Mark and Number</u>	<u>Car Mark and Number</u>
ALMX042160	ALMX042200		
ALMX042161	ALMX042201		
ALMX042162	ALMX042202		
ALMX042163	ALMX042203		
ALMX042164	ALMX042204		
ALMX042165	ALMX042205		
ALMX042166	ALMX042206		
ALMX042167	ALMX042207		
ALMX042168	ALMX042208		
ALMX042169	ALMX042209		
ALMX042170	ALMX042210		
ALMX042171	ALMX042211		
ALMX042172	ALMX042212		
ALMX042173	ALMX042213		
ALMX042174	ALMX042214		
ALMX042175	ALMX042215		
ALMX042176	ALMX042216		
ALMX042177	ALMX042217		
ALMX042178	ALMX042218		
ALMX042179	ALMX042219		
ALMX042180	ALMX042220		
ALMX042181	ALMX042221		
ALMX042182	ALMX042222		
ALMX042183	ALMX042223		
ALMX042184	ALMX042224		
ALMX042185	ALMX042225		
ALMX042186	ALMX042226		
ALMX042187	ALMX042227		
ALMX042188	ALMX042228		
ALMX042189	ALMX042229		
ALMX042190	ALMX042230		
ALMX042191	ALMX042231		
ALMX042192	ALMX042232		
ALMX042193	ALMX042233		
ALMX042194	ALMX042234		
ALMX042195	ALMX042235		
ALMX042196	ALMX042236		
ALMX042197	ALMX042237		
ALMX042198	ALMX042238		
ALMX042199	ALMX042239		

Schedule 2

The Leases and Riders

Lease of 240 ALMX marked railcars (described below) under Riders 003 and 004 to the Master Lease Agreement dated January 1, 2002, between Trinity Rail Leasing Trust II (as assignee of Trinity Industries Leasing Company) and Georgia Power Company. Railcars so leased consist of two hundred forty 4,244 cubic foot Avalanche coal cars marked ALMX 42000 – 42239.